170 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
A. KURT ARDAMAN
ZACHARY J. BANCROFT
JOHN. F. BENNETT
PHILIP F. BONUS
JULIAN K. DOMINICK
KATHRYN S. GRUBER
LIONEL E. RUBIO
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October 21, 1999

Writer's E-mail pfb@fishbacklaw.com

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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RE:

STUDIO B / METALWORKS COMPANY

Our File No.: B407-09356

Dear Sir or Madame:

Enclosed please find an original and a copy of the Articles of Incorporation for Studio B / METALWORKS COMPANY. Please file the Articles and return a certified copy of the Articles and a Cnarter to my office.

I have also enclosed a check in the amount of \$78.75, representing your fee, and a self-addressed, stamped envelope. If you should have questions or concerns, please call me.

Yours very truly,

Philip F. Bonus

PFB/dap Enclosure FILED

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

STUDIO B / METALWORKS COMPANY

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The undersigned, acting as Incorporators pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is: STUDIO B / METALWORKS COMPANY

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, each share bearing a par value of \$1.00 per share, all of which stock shall be designated as "common shares".

ARTICLE V. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation is 2033 Mohawk Trail, Maitland, Florida 32751.

The initial mailing address of this Corporation is 2033 Mohawk Trail, Maitland, Florida 32751.

ARTICLE VI. INITIAL REGISTERED AGENT OF CORPORATION AND ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of this Corporation is SANDRA D. BONUS, and the address of this initial Registered Agent is 2033 Mohawk Trail, Maitland, Florida 32751.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Suzanne T. Grantham 7 West Yale Street Orlando, FL 32804

Sandra D. Bonus 2033 Mohawk Trail Maitland, FL 32751

ARTICLE VIII. INCORPORATORS

The names and addresses of the persons signing these Articles as Incorporators are:

Suzanne T. Grantham 7 West Yale Street Orlando, FL 32804

Sandra D. Bonus 2033 Mohawk Trail Maitland, FL 32751

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Shareholders.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of the Shareholders of this Corporation.

DATED: $\frac{10}{2}$, 1999.
SUZANNET. GRANTHAM, Incorporator SANDRA D. BONUS, Incorporator STATE OF FLORIDA COUNTY OF Orange
The foregoing instrument was acknowledged before me this Aday of the John 1999, by SUZANNE T. GRANTHAM, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described. Supply Laglactical (Signature of Notary Public - State Florida)
Personally Known OR Produced Identification Expires December 25, 2001
Type of Identification Produced
STATE OF FLORIDA COUNTY OF Dring
The foregoing instrument was acknowledged before me this 21 day of October 1999, by SANDRA D. BONUS, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to such Articles of Incorporation for the purposes therein described.
(Signature of Notary Public - State Florida) Debar 1) ragha (Print, Type, or Stamp Commissioned Name of Notary Public)
Personally Known OR Produced Identification December 25, 2001

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of STUDIO B / METALWORKS COMPANY, and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Registered Agent

STATE OF FLORIDA COUNTY OF <u>Orange</u>

The foregoing instrument was acknowledged before me this 2/5 day of 1998, by SANDRA D. BONUS, described as the REGISTERED AGENT for STUDIO B / METALWORKS COMPANY, and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.

(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known OR Produced Identification

Debra Pirraglia

My Commission CC704758

Expires December 25, 2001

Type of Identification Produced ___

99 OCT 26 AM II: SECRETARY OF STA TALLAHASSEE, FI OR

05/12/99 U:\dp\pfb\Corporations\Studio B Corporation\Articles of Incorporation10-15-99.wpd